

1 plans, they are proprietary, and they will be marked
2 highly confidential. Only Mr. Nolan will be allowed to
3 see them.

4 THE COURT: Um-hmm. All right.

5 May I hear from another insurer in terms of
6 how much further you would have us go?

7 MR. ELLIOTT: John Elliot for Aetna.

8 THE COURT: Yes, sir.

9 MR. ELLIOTT: It's our position --

10 THE COURT: Why don't you come up here. Then
11 I don't need to put on any other glasses to see you.

12 MR. ELLIOTT: In terms of the plaintiff's
13 proposed modifications, I speak for all of the insurers
14 that we agree to the terms set forth in paragraph 2, all
15 the terms in paragraph 2 with the exception that we
16 would like to modify to encompass all the modifiers.
17 Some of them are towards Aetna.

18 THE COURT: Okay.

19 MR. ELLIOTT: And paragraph 1 states that no
20 more than three copies shall be made of documents
21 produced by Aetna, and we would like it to be all
22 documents containing confidential or proprietary
23 information.

24 THE COURT: Let's stop right there. Anybody
25 have a problem with that?

EXHIBIT “2”



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☐ Phila Offers:

Hotels

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- 5: Merge onto I-95 S via the exit- on the left- toward N.Y. CITY (Portions toll). 125.30 miles
- 6: I-95 S becomes NEW JERSEY TURNPIKE S (Portions toll). 34.03 miles
- 7: Take the RT-73 exit- exit number 4- toward CAMDEN/ PHILADELPHIA. 0.67 miles
- 8: Merge onto NJ-73 N. 4.11 miles
- 9: Take NJ-90 W (Portions toll). 3.37 miles
- 10: NJ-90 W becomes BETSY ROSS BRIDGE W. 1.05 miles
- 11: Merge onto I-95 S via the exit- on the left- toward CENTRAL PHILA. 4.05 miles
- 12: Merge onto VINE ST EXWY/ I-676 W/ US-30 W via exit number 22 toward CENTRAL PHILA. 1.65 miles
- 13: Take the exit toward PA-611/ BROAD STREET/ CENTRAL PHILA. 0.22 miles
- 14: Turn SLIGHT RIGHT onto N 15TH ST. 0.37 miles
- 15: Turn RIGHT onto JOHN F KENNEDY BLVD/ PA-3 W. 0.10 miles

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3 hours, 35 minutes

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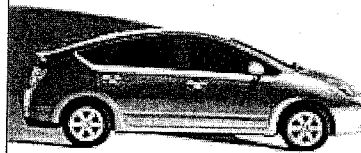
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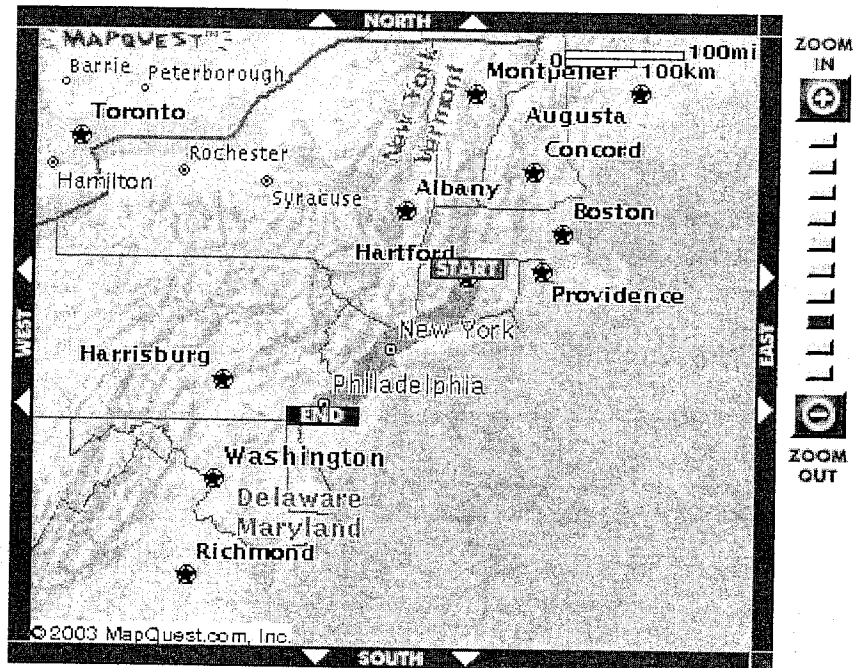


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Phila, PA
19103-1821 US**



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EXHIBIT “3”

John P. Elliott

Subject: FW: CCH v. IBX

-----Original Message-----

From: Pelosi, William [mailto:William.Pelosi@obermayer.com]

Sent: Saturday, October 18, 2003 2:09 PM

To: Jim Crumlish

Subject: RE: CCH v. IBX

Bill,

So, Should I walk into the spider's lair?

-----Original Message-----

From: Jim Crumlish [mailto:JCCrumlish@erse.com]

Sent: Friday, October 17, 2003 7:36 PM

To: Bill Leonard (E-mail)

Cc: Pelosi, William

Subject: RE: CCH v. IBX

Bill:

Let's get some dates and times and you can stop in for coffee at our office in the way in next week and we can go over the discovery issues..

-----Original Message-----

From: Pelosi, William [mailto:William.Pelosi@obermayer.com]

Sent: Friday, October 17, 2003 5:17 PM

To: Jim Crumlish

Cc: Leonard, William

Subject:

Dear Mr. Crumlish,

I am writing to follow-up on a voicemail Bill Leonard left for you at around 9:30 this morning. As set forth in that voicemail, we would like to discuss the outstanding subpoena served by IBC on Aetna to determine whether we can agree on the scope of the documents Aetna will produce voluntarily. Please call us to discuss same.

Bill Pelosi

12/15/2003

EXHIBIT “4”

John P. Elliott

From: Leonard, William [William.Leonard@obermayer.com]
Sent: Wednesday, November 05, 2003 8:26 PM
To: John P. Elliott
Cc: Jim Crumlish; James Kress Esquire (E-mail)
Subject: RE: CCH v. IBC

Jack, our experts do not see how we can present our defense in the way you suggest. I'm afraid we need to agree to disagree about this issue. Bill.

-----Original Message-----

From: John P. Elliott [mailto:JPE@erse.com]
Sent: Wednesday, November 05, 2003 5:45 PM
To: Leonard, William
Cc: Jim Crumlish
Subject: CCH v. IBC

Bill --

Jim asked me to see if you had heard back from your experts regarding any potential types of "masked" information that would allow those experts to perform any necessary antitrust analyses, while still protecting, to the extent possible, Aetna's confidential and proprietary information.

We have not heard back from the business people regarding your inquiries about Aetna's strategic plans, but will follow up tomorrow.

Jack

12/9/2003

EXHIBIT “5”

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

THE CHESTER COUNTY HOSPITAL

v.

INDEPENDENCE BLUE CROSS,
QCC INSURANCE COMPANY
KEYSTONE HEALTHPLAN EAST, and
KEYSTONE MERCY HEALTH PLAN

NO. 02-CV-2746

DECLARATION OF ROBERT J. FRANZOI

Pursuant to 28 U.S.C. § 1746, I, Robert J. Franzoi, declare the following:

1. My name is Robert J. Franzoi. I have been employed for the last 17 years with Aetna Inc. ("Aetna"), and presently act as Regional Manager for Health Care Delivery in Aetna's Mid-Atlantic Region. In that capacity, my responsibilities include overseeing the establishment and maintenance of contractual relationships with medical care providers.
2. Aetna administers health benefits to individuals throughout the country through, for example, health maintenance organizations ("HMOs"). Aetna's Mid-Atlantic Regional headquarters are located in King of Prussia, Pennsylvania, and it does a substantial amount of business in this area.
3. To administer health benefits to its members, Aetna maintains a network of medical care providers such as doctors, hospitals, and physician specialists, which provide medical services to eligible members. This network is created by contracts entered into by Aetna (and/or its subsidiaries and affiliates) with each medical care provider.
4. Aetna's contracts with medical care providers typically include a schedule of rates that Aetna agrees to pay a provider for particular medical services rendered. Such rate schedules are individually negotiated and are among the central financial terms of such contracts.
5. Aetna's rate schedules with medical care providers are among Aetna's most sensitive, confidential and proprietary information. I can attest to the fact that in Aetna's industry, information such as rate schedules are uniformly considered to be proprietary and confidential.
6. If Aetna provider rate schedules were disclosed to Aetna's competitors or potential competitors, such information could aid such companies in their efforts to compete against Aetna. If a competitor knew the financial terms negotiated by Aetna with

providers, it could use that information to negotiate more favorable rates, and undermine Aetna's negotiating strategies.

7. Moreover, if providers learned of the rates that Aetna had negotiated elsewhere, that information could be used by medical care providers against Aetna in its efforts to negotiate favorable financial terms.
8. Because such information is confidential and proprietary, Aetna always includes in its provider contracts provisions as to Confidentiality and Non-Disclosure, prohibiting direct or indirect disclosure to any third parties of, specifically, the rate schedules or other financial terms of such contracts.
9. Because such information is so sensitive, Aetna will typically not reveal this information to third parties, directly or indirectly, unless required to do so under law.
10. I have been informed that in the above-captioned matter, Independence Blue Cross has sought to have Chester County Hospital ("CCH") disclose contract terms, rate schedules and documents detailing negotiations between CCH and Aetna.
11. I can confirm that Aetna contracts with CCH. That contract and its financial terms, including specifically the rate schedules, are covered by express Confidentiality and Non-Disclosure provisions, as described above, prohibiting CCH from disclosing such information to third parties such as IBC, in recognition of the fact that such information is sensitive, proprietary, and confidential.
12. In recognition of the harm that would occur due to a breach of the confidentiality provisions in their contract, CCH and Aetna agreed that breach of such provisions would cause irreparable harm, for which money damages would not be adequate to remedy.
13. I have been informed that CCH's request for this information may also encompass rate schedules negotiated between Prudential Healthcare and CCH. I can attest to the fact that in 1999, Aetna acquired the operations of Prudential Healthcare. I can also attest to the fact that, like Aetna, Prudential included in its provider contracts provisions that prohibited disclosure of the financial terms of those arrangements, including rate schedules, in recognition of the sensitive and proprietary nature of these financial terms.
14. Finally, I can attest to the fact that IBC, like Aetna, operates an HMO in the Commonwealth of Pennsylvania.

I declare under the penalty of perjury that the foregoing is true and correct.

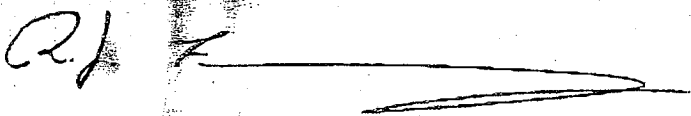

ROBERT J. FRANZOI

EXHIBIT “6”

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

THE CHESTER COUNTY HOSPITAL

v.

INDEPENDENCE BLUE CROSS,
QCC INSURANCE COMPANY
KEYSTONE HEALTHPLAN EAST, and
KEYSTONE MERCY HEALTH PLAN

NO. 02-CV-2746

SUPPLEMENTAL DECLARATION OF ROBERT J. FRANZOI

Pursuant to 28 U.S.C. § 1746, I, Robert J. Franzoi, declare the following:

1. My name is Robert J. Franzoi. I have been employed for the last 17 years with Aetna Inc. ("Aetna"), a Pennsylvania Corporation, and presently act as Regional Manager for Health Care Delivery in Aetna's Mid-Atlantic Region. In that capacity, my responsibilities include overseeing the establishment and maintenance of contractual relationships with medical care providers.
2. Aetna administers health benefits to individuals throughout the country through, for example, health maintenance organizations ("HMOs"). Aetna's Mid-Atlantic Regional headquarters are located in King of Prussia, Pennsylvania, and it does a substantial amount of business in this area.
3. To administer health benefits to its members, Aetna maintains a network of medical care providers such as doctors, hospitals, and physician specialists, which provide medical services to eligible members. This network is created by contracts entered into by Aetna (and/or its subsidiaries and affiliates) with each medical care provider.
4. I am aware that Defendants in the above captioned litigation ("IBC") are seeking the production of Aetna's strategic plans. Aetna does not keep strategic plans in a format only for the geographic region IBC seeks. Accordingly, IBC's request, if granted, would result in the disclosure of Aetna's most confidential and proprietary information for broader geographic areas than I understand are at issue in the above captioned litigation.
5. Because such information is so sensitive, Aetna never reveals this information to third parties, directly or indirectly.

6. The disclosure of Aetna's strategic plans to IBC, or to providers such as Plaintiff in this action, would cause irreparable harm to Aetna and to the regional healthcare market by allowing IBC insight into Aetna's strategies, for example, regarding products and contracting. Similarly, if individual hospitals, or the Hospital Association of Pennsylvania, had access to Aetna's contracting strategies, the strategies themselves would be rendered useless, effectively removing any value from the thousands of people hours and resulting unique and substantial value Aetna invested to create and evaluate these plans.

I declare under the penalty of perjury that the foregoing is true and correct.


ROBERT J. FRANZOI

EXHIBIT “7”

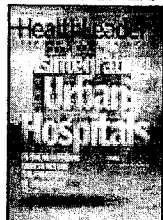


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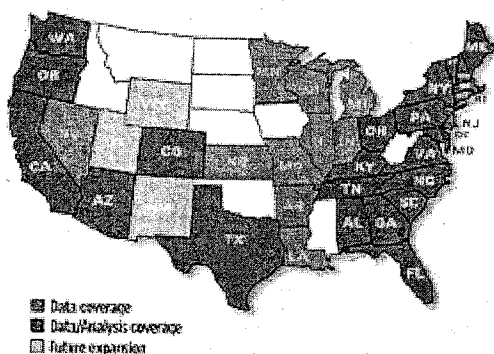
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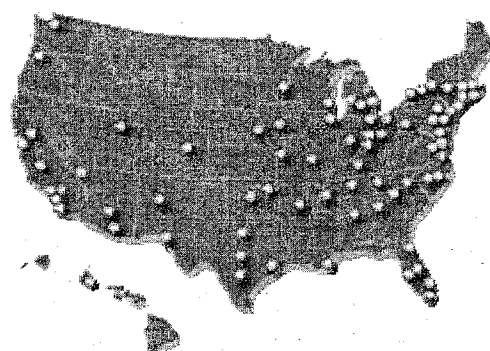


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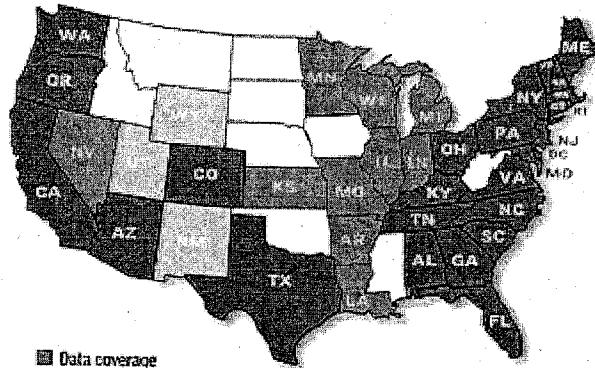
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- Data/Analysis coverage
- Future expansion

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California	North Carolina
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Florida	Pennsylvania
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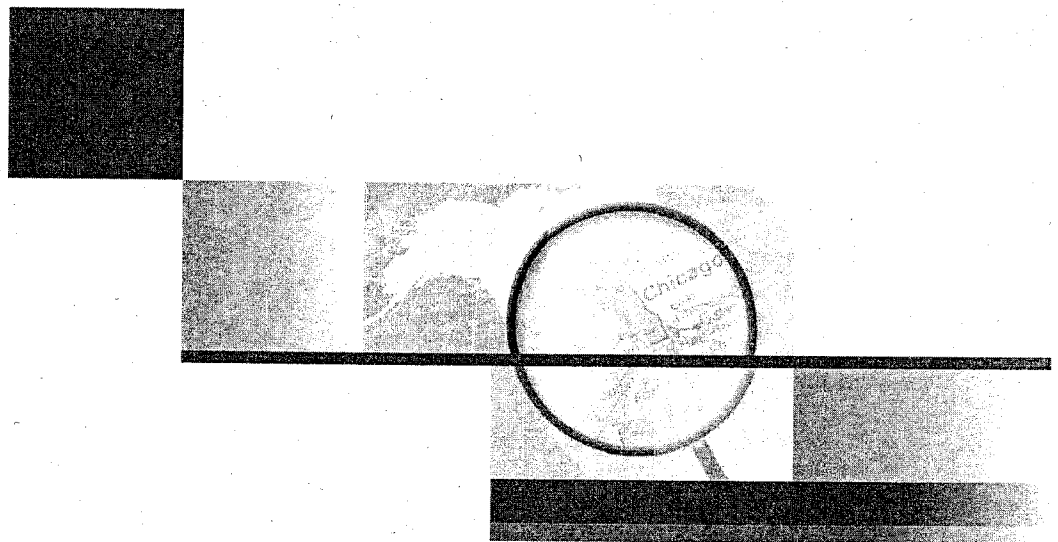
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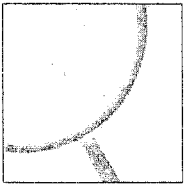
EXHIBIT “8”



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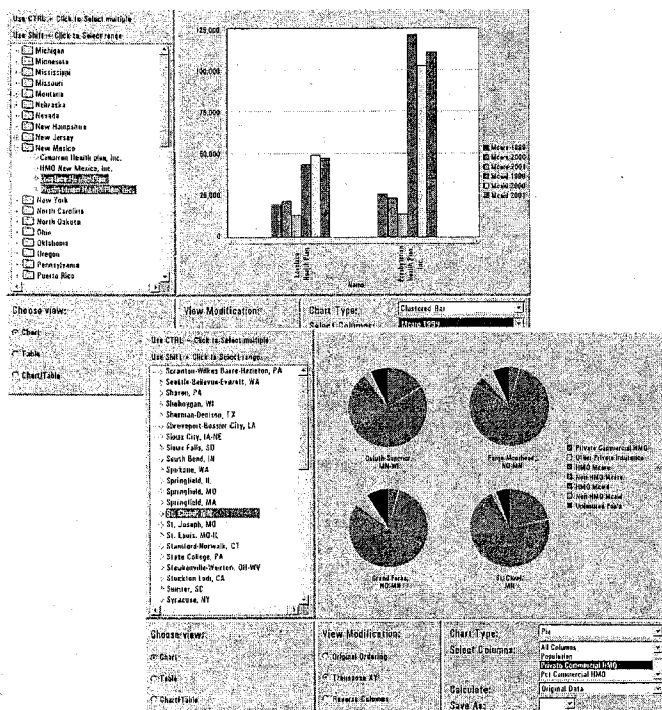
- Support strategic decisions on market entry and new product development
- Track your competitor's growth across lines of business, network size and service area
- Determine the market impact of national managed care firms
- Track market evolution by showing growth, market exits and the impact of mergers
- Improve sales resource allocations and alignment

The HMO Database 13.1 Features:

- HMO enrollment by product, including commercial, Medicare and Medicaid
- County service area by HMO
- Number of physician and hospital contracts
- Non-HMO managed care products
- Three years of enrollment data
- Pre-programmed Access® queries
- HMO key personnel: Administration, Finance, Medical, Pharmacy, Marketing and Information Systems
- Contact information includes: Mailing Address, Phone Number & Web Site
- National managed care firms trends

The Regional Market Analysis 13.1 Features:

- **Metro Market Competition**
 - Aggregated HMO penetration
 - Metrics of competition
 - Population by Metropolitan Statistical Area (MSA)
 - Listing of HMOs by MSA
- **Hospital Utilization & Physician Reimbursement (13.1 only)**
 - Hospital utilization indicators such as the number of HMO inpatient days per 1,000 population
 - Reimbursement methods for primary and specialty care physicians
- **Pharmacy Database (newly revised)**
 - Pharmacy Benefit Management Companies used by HMOs for retail and mail order
 - Percentage of total, Medicare and Medicaid HMO enrollees with a pharmacy benefit
 - Average copayments for generic, brand and preferred brand drugs
 - Use of tiered copayment structures
- **Market composition and characteristics**



HMO Analyzer and Market Analyzer samples

Product Specs:

Data points

13.1- July 1, 2002
13.2- January 1, 2003
Historical Data Available

Available Formats

CD-ROM
Access '97 and 2000
Excel '97 and 2000

Planned Release

13.1- Spring 2003
13.2- Fall 2003

Updated

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- Examine HMO competition
- Analyze the impact of HMO market structure, activity and performance down to the MSA level

HMO Directory 13.1

Features:

- HMO enrollment by product
- HMOs affiliated with national managed care firms
- Provider networks
- Acquisitions and mergers
- Business affiliation
- Complete contact information
- Licensed service area
- Accreditation status

Industry Report 13.1

Features:

- Analysis of HMO enrollment growth and decline
- HMO enrollment by state and product type
- Top 25 HMO plans ranked by enrollment type and growth
- National managed care firms ranked by HMO enrollment
- Pharmacy benefit management section
- Analysis of provider reimbursement methods

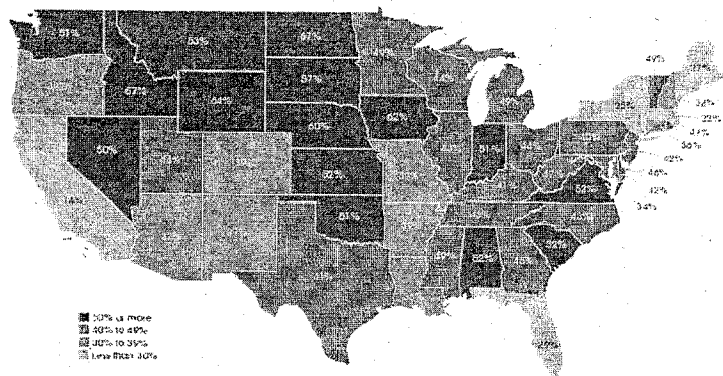
Regional Market Analysis 13.1

Features:

- Complete listing of HMOs operating in over 300 MSAs nationwide
- Total HMO enrollment and penetration rates by MSA
- Estimates of insurance by product type (e.g. Medicare, Medicaid and uninsured by MSA)
- Hospital utilization and physician reimbursement data (13.1 only)
- Financial premiums and revenue (13.2 only)

1096		New Mexico	151
Cimarron Health Plan, Inc.			
ADDRESS			
7801 Academy Northwest			
Albuquerque, NM 87109			
Phone: 505-795-7337			
Web Site: www.cimarronhealthplan.com			
KEY PERSONNEL			
Administration: Gerry Canabach, President			
Medical: Stephen Ryser, M.D., Medical Director			
Pharmacy: Jeff Campbell, R.Ph.			
Marketing: Jim Burns, VP, Marketing			
Finance: Carl Gust, CFO			
HR: Bruce Lorenz, VP, MIS			
PLAN PROFILE			
Model Type: Mixed IPA Network			
Tax Status: Exempt			
Federal Qualification: Federally Qualified			
Plan Age: 8 years			
Affiliation/Sponsor: Health Care Horizon, Inc.			
Accreditation Status: Accredited: NCQA			
PHSC: Merit-Medica Managed Care, LLC (Retail); Merit-Medica Managed Care, LLC (Mail-order)			
Provider Contract:			
Primary Care	71,000	71,000	71,000
Specialty Care	1,351	1,073	1,186
Hospitals	3,846	2,349	2,095
	14	47	47
HMO ENROLLMENT (JANUARY 1, 2002) 110,045			
Traditional HMO			
Group/Contract (Gatekeeper)	32,541	Other-Enrolled	7,567
Group/Contract (No Gatekeeper)	9,134	Other Open	
FDHBP		Subtotal	7,967
Direct Pay			
Medicare			
Medicaid	40,408		
Other Traditional			
Subtotal	102	081	
Previously Reported HMO Enrollment:			
Traditional 1/1/01:	99,210	Other 1/1/01:	9,960
Traditional 1/1/00:	111,009	Other 1/1/00:	14,558
OTHER PRODUCTS			
Self-insured Traditional			13,579
Supplemental Medicare			12
SERVICE AREA			
New Mexico: Bernalillo, Canon, Chaves, Cimarron, Colfax, Curry, DeBaca, Dona Ana, El Paso, Grant, Guadalupe, Harding, Hidalgo, Lea, Lincoln, Los Alamos, Luna, McKinley, Mora, Otero, Quay, Rio Arriba, Roosevelt, San Juan, San Miguel, Sandoval, Santa Fe, Sierra, Socorro, Taos, Teller, Union, Valencia			

Sample listing from the HMO Directory



Sample map from the Industry Report

Product Specs:

Data points

13.1- July 1, 2002
13.2- January 1, 2003
Historical Data Available

Planned Release

13.1- Spring 2003
13.2- Fall 2003

Available Formats

Printed Report
CD-ROM
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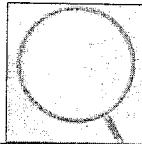
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EXHIBIT “9”

THE LIST

Health Maintenance Organizations

RANKED BY NUMBER OF LOCAL MEMBERS

'03 Rank	Name/ Address	Phone Fax Web	Total local enrolled members	Local commercial members	Local Medicare members	Local Medicaid members	Parent company	Executive/ Title
1.	Keystone Health Plan East 180 Market St. Philadelphia, Pa. 19101	215-241-2175 215-241-2228 www.khrc.com	1,108,407	717,234	142,508	248,697	Independence Blue Cross	G. Fred DiBona CEO/president
2.	Aetna Health Inc. 980 Jolly Road, P.O. Box 1109 Blue Bell, Pa. 19422	484-322-6250 215-775-6750 www.aetna.com	554,235	527,612	26,623	0	Aetna Co.	Robert Franco CEO/president
3.	Health Partners of Philadelphia 833 Chestnut St., Suite 900 Philadelphia, Pa. 19107	215-991-4053 215-849-2132 www.healthpartners.com	147,942	0	19,254	128,678	Health Partners	Robert Trammell CEO/president
4.	AmeriChoice of Pa. Wanamaker Building, 100 Penn Square East Philadelphia, Pa. 19422	215-832-4500 215-832-4644 www.americhoice.com	141,822	0	7,183	134,639	AmeriChoice Corp.	Chris Patterson CEO/president
5.	Horizon (HMO Blue) Three Penn Plaza East Newark, N.J. 07102	973-458-4000 NA www.bcbsnj.com	70,539	11,867	12,026	46,646	Horizon Blue Cross Blue Shield of New Jersey	William Marino CEO/president
6.	AmeriHealth 8000 Midland Drive Mount Laurel, N.J. 08054	856-774-6598 NA www.amerhealth.com	68,685	67,813	872	0	Independence Blue Cross	Dan Hilkey CEO/president
7.	Cigna Healthcare 590 Nantux Road Clayton, Del. 19703	302-757-3700 302-757-3708 www.cigna.com/healthcare	43,281	43,261	0	0	Cigna Corp.	Mike Triplett CEO/president
8.	Health Net 11 Penn Center, 1835 Market St., 10th Floor Philadelphia, Pa. 19103	287-675-4742 287-675-4781 www.healthnet.com	23,711	17,140	30	6,541	Health Net Life Insurance Co.	Eileen Awan president, Health Net, Northeast
9.	Amerigroup 309 Thorndike St., 9th Floor Edison, N.J. 08816	732-452-0000 732-406-5683 www.amerigroupcorp.com	6,301	0	0	6,301	Amerigroup Corp.	Jelley McWaters CEO/Chairman
10.	Oxford Health Plans 399 Thorndike St. Edison, N.J. 08808	800-889-6094 732-205-4110 www.oxford.com	2,711	2,711	0	0	Oxford Health Plans Inc.	Charles Berg CEO/president
11.	United Healthcare 695 Route 45 West Fairfield, N.J. 07004	212-216-9400 NA www.uhc.com	1,629	1,629	0	0	United Health Group	Robert Sherry CEO
12.	HealthGuard of Lancaster 280 Granite Run Drive, Suite 105 Lancaster, Pa. 17601	717-560-9049 717-560-4580 www.hguard.com	986	986	0	0	HealthGuard of Lancaster Inc.	James Godfrey CEO/president
13.	Keystone Health Plan Central 300 Corporate Center Drive Camp Hill, Pa. 17011	717-302-0200 717-302-0273 NA	586	585	1	0	Highmark Inc. and Capital Blue Cross	Joseph Pitarer CEO/president
14.	Highmark Blue Shield 1600 Center St. Camp Hill, Pa. 17089	412-544-7000 717-731-2337 NA	475	475	0	0	Highmark Inc.	Kenneth Melani CEO/president
15.	HealthAmerica of Pa. Inc. 3721 Telford Drive, P.O. Box 87103 Harrisburg, Pa. 17106	717-540-4250 717-526-2717 NA	330	330	0	0	Conventry Healthcare Inc.	Francis Skosman CEO/president
16.	Capital Blue Cross/Pa. Blue Shield 2500 Elinson Ave. Harrisburg, Pa. 17117	717-541-7000 717-541-7405 www.capbluecross.com	257	257	0	0	Capital Blue Cross	James Mead CEO/president
17.	Three Rivers Health Plan 380 Oxford Drive Monroeville, Pa. 15146	412-658-4000 412-658-4068 NA	184	0	0	184	Three Rivers Health Plan Inc.	William Carmichael CEO/president
18.	Keystone Health Plan West Fifth Avenue Plaza, 130 Fifth Ave. Pittsburgh, Pa. 15222	412-544-7000 717-731-2337 NA	182	181	1	0	Highmark Inc.	Kenneth Melani CEO/president
19.	One Health Plan 9 Campus Drive, Suite 1-E Parsippany, N.J. 07054	800-683-8091 610-491-0121 www.onehealthplan.com	73	73	0	0	Great-West Healthcare	William McCullum CEO/president
20.	Gesinger Health Plan 100 W. Academy Ave. Danville, Pa. 17022	570-271-8766 570-271-5288 NA	71	71	0	0	Gesinger Diversified Services Inc.	Larry Bowerman CEO/president
21.	WellChoice (Empire) 129 Wood Ave. South, Suite 300 Iselin, N.J. 08830	888-476-6886 NA www.wellchoice.com	46	46	0	0	WellChoice Inc.	Dan McCarty CEO
22.	UPMC Health Plan One Chatham Center, Suite 112 Washington Place Pittsburgh, Pa. 15219	412-454-7508 800-425-7809 NA	37	35	0	2	University of Pittsburgh Medical Center	Patricia Luskman CEO/president
23.	Coventry Health Care of Pa. 2751 Carverville Road, Suite 400 Wilmington, Del. 19806	302-995-6100 308-998-6037 www.cvy.com	12	12	0	0	Coventry Healthcare Inc.	Ronald Chaffin CEO/president, Delaware

Firms listed alphabetically. NA=Not available, WND=Would not disclose.

Sources: Pennsylvania Department of Health, Bureau of Managed Care; New Jersey Department of Insurance, Managed Care Bureau; Hoover's Online

Footnote: Keystone Health Plan East's local Medicaid members are members of Keystone Mercy Health Plan, a joint venture of Keystone Health Plan East and Mercy Health.

All figures are based on total local HMO enrolled members in the Philadelphia region, as determined by the Pennsylvania Bureau of Managed Care, and the counties of Burlington, Camden and Gloucester in New Jersey. Pennsylvania local enrollment figures listed as of 12/31/2002 and New Jersey local enrollment figures listed as of 3/31/2003 were combined to determine the total local enrolled members.

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Researched by: Sharon Oliver.



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EXHIBIT “10”

Confidentiality and Data Use Agreement

This agreement is made on the _____ day of _____, year _____ by and between the Pennsylvania Health Care Cost Containment Council ("PHC4") and _____ (the "Applicant" for data).

This agreement sets forth the terms and conditions pursuant to Act 89 as amended by Act 2003-14 for applying for and receiving data from PHC4.

The Parties agree as follows:

1. CONFIDENTIALITY

- A. All applicants, contractors, and subcontractors, are prohibited from releasing data which a) could reasonably be expected to reveal the identity of an individual patient, b) does not simultaneously disclose payment, as well as provider quality and provider service effectiveness, c) could reasonably be expected to reveal the identity of any purchaser, d) relate actual payments to any identified provider made by any purchaser, e) disclose discounts or differentials between payments accepted by providers for their billed charges obtained by identified payers from identified providers.
- B. Applicants, contractors, or subcontractors of the data are prohibited from using the data to attempt to identify an individual. Using the data for the purpose of disciplining, discharging, or penalizing an employee of the Applicant is also prohibited.
- C. Applicants, contractors, or subcontractors handling PHC4 data shall use appropriate safeguards to prevent use or disclosure of data other than as permitted by this agreement.
- D. Any linkage to other data sets is prohibited without notification of and consent of PHC4.

2. CONTRACTORS AND SUB-CONTRACTORS (THIRD PARTIES)

- A. Applicant shall ensure that any contractors or subcontractors, to whom it provides PHC4 data, agree to the same restrictions and conditions that apply to the Applicant with respect to such information. Upon request, the Applicant shall provide PHC4 with a copy of the contract binding any contractors or subcontractors to maintain applicable conditions and restrictions on the use of PHC4 data.
- B. All data supplied to a third party for use in this project must be returned to the original Applicant upon completion of the project.
- C. If PHC4 data are linked to other data sets and if a contractor or subcontractor does the linking, the PHC4 data shall be returned to the Applicant following the linking of these data.

3. DUPLICATION OF DATA

No copies of data sets that include PHC4 data (including linked data sets) will be made or distributed without consent of both the Applicant and the Pennsylvania Health Care Cost Containment Council.

4. USE OF DATA

The Applicant, contractors, and subcontractors shall not use or further disclose PHC4 data other than for purposes specifically identified on this application. Prior, written consent from PHC4 must be obtained to use the data for reasons other than the Applicant's originally stated purpose. Any unauthorized use will be subject to the Penalties of Section 10 of Act 89, as amended by 2003-14.

5. RESALE, RELEASE, AND PUBLISHING OF DATA OR ANALYSIS

- A. The Applicant, contractors, and subcontractors shall not resell or release the data provided by PHC4 or the resulting analyses, nor shall they resell or release software products containing the data or resulting analyses without prior consent from the Applicant and the Pennsylvania Health Care Cost Containment Council.

- B. Applicants are prohibited from publishing data or results without the express written consent of and under the terms and conditions developed and approved by the Council. Patient-level or unaltered data as received by the applicant may not be published. If the Applicant is granted approval by PHC4 to publish via print or electronic methods, the analysis resulting from the use of PHC4 data, the following statement must be included in such publication or any other release of the data:

"The Pennsylvania Health Care Cost Containment Council (PHC4) is an independent state agency responsible for addressing the problem of escalating health costs, ensuring the quality of health care, and increasing access to health care for all citizens regardless of ability to pay. PHC4 has provided data to this entity in an effort to further PHC4's mission of educating the public and containing health care costs in Pennsylvania.

PHC4, its agents and staff, have made no representation, guarantee, or warranty, express or implied, that the data -- financial, patient, payor, and physician specific information -- provided to this entity, are error-free, or that the use of the data will avoid differences of opinion or interpretation.

This analysis was not prepared by PHC4. This analysis was done by [Entity Name]. PHC4, its agents and staff, bear no responsibility or liability for the results of the analysis, which are solely the opinion of this entity."

A copy of any published materials or study results shall be made available to the Pennsylvania Health Care Cost Containment Council upon request.

- C. If the Applicant is approved by PHC4 to publish analysis via the Internet, a listing of all domain names and URLs owned by the purchaser must be provided to PHC4. PHC4 has the right to seek immediate legal relief for any violations for unauthorized posting of data on Web sites.

6. DISCLOSURE REQUIRED BY LAW

No person may release PHC4 data in response to a Subpoena or Court Order without immediate, written notification to PHC4 of such potential release. PHC4 reserves the right to respond and intervene in order to ensure the protection of Section 10 of Act 89 as amended by Act 2003-14.

7. REPORT OF BREACH

The Applicant, contractors, or subcontractors must provide PHC4 with immediate written notice if it becomes aware of any violations of the understandings herein or of any related violations.

8. HOLD HARMLESS

Applicant agrees to indemnify, defend and hold harmless PHC4, its directors, officers, agents, and employees against all claims, demands, or causes of action that may arise from Applicants employees, agents, or independent contractors improper disclosure of the data and from any intentional or negligent acts or omissions. Indemnification would include payment to PHC4 of reasonable attorney's fees for counsel to be selected by PHC4.

9. TERMINATION

- A. Original Applicant must destroy all data or copies of data upon termination of this agreement.
- B. This Agreement shall terminate when work related directly to the purpose specifically provided on the attached application has been completed. Applicant must notify PHC4 in writing of the completion of the project.
- C. This agreement may be terminated by PHC4 upon 30 days prior written notice to Applicant.
- D. PHC4 may terminate this Agreement immediately upon written notice to the Applicant if PHC4 determines that the Applicant has breached or violated a material term of this Agreement.

10. DISCLAIMER

The Pennsylvania Health Care Cost Containment Council's database contains statewide hospital discharge data. Every reasonable effort has been made to ensure the accuracy of the information obtained from the Uniform Claims and Billing Form (UB-82/92) data elements. Computer collection edits and validation edits provide opportunity for staff to correct financial, patient, payor and physician specific errors that may have occurred prior to, during or after submission of data. The ultimate responsibility for data accuracy lies with individual providers.

The Pennsylvania Health Care Cost Containment Council, agents and staff make no representation, guarantee, or warranty, expressed or implied, that the data -- including financial, patient, payor and physician specific information -- are error-free, or that the use of this data will prevent differences of opinion or disputes with those who use published reports or purchased data. The Pennsylvania Health Care Cost Containment Council will bear no responsibility or liability for the results or consequences of its use.

By signing this application, I am attesting that I have read the above disclaimer and agree to its content. I understand that the Pennsylvania Health Care Cost Containment Council will not be held liable for the results or consequences of using Pennsylvania Health Care Cost Containment Council data. I am also attesting that the specifications and purpose I have provided on the above form are true and complete and will satisfy my needs for this request. I will not utilize the data for any other purposes than stated above unless I have notified and received prior approval from the Council.

11. PURCHASER STATEMENT OF EMPLOYEE NOTIFICATION (Applies to Health Care Purchasers Only)

All Applicants who are Purchasers as defined by Act 89 of 1986 must carefully read and sign the statement below. A Purchaser as defined by Act 89 (as amended by Act 14 of 2003) is "All corporations, labor organizations and other entities that purchase benefits which provide covered services for their employees or members, either through a health care insurer or by means of a self-funded program of benefits, and a certified bargaining representative that represents a group or groups of employees for whom employers purchase a program of benefits which provide covered services, but excluding entities defined in this Act as "health care insurers."

I understand that notice will be given to my employees that information has been requested on the health care services, which they, or dependents that are covered under the purchaser's health care insurance, have received. I agree to post this notice in a prominent location where other similar employee notices are posted. I also understand that I am prohibited from using the data to attempt to identify an individual or to use the data for purposes of disciplining, discharging or penalizing an employee.

12. PENALTIES

Penalties for non-compliance are described in Act 89 as amended by Act 2003-14, Section 10.

As an Applicant, contractor, or subcontractor of the Pennsylvania Health Care Cost Containment Council data, I have read and understand the above terms and conditions associated with access to PA Health Care Cost Containment Council data. All statements entered in this application are true, complete, and correct to the best of my knowledge and belief. Further, I agree to abide by any restrictions noted in this application. As an Applicant, I agree to pay such reasonable charges, as the Pennsylvania Health Care Cost Containment Council shall deem sufficient to cover the costs of providing such data to me, within ten days of receipt of an invoice.

IN WITNESS WHEREOF, the parties have executed this Confidentiality and Data Use Agreement the day and year first written above.

Signatures are required by any person involved in the project that will be analyzing PHC4 data, including contractors and subcontractors.

Project Director's Signature & Date

Signature & Date

Printed Name

Printed Name

Organization

Organization

Signature & Date

Signature & Date

Printed Name

Printed Name

Organization

Organization

Signature & Date

Signature & Date

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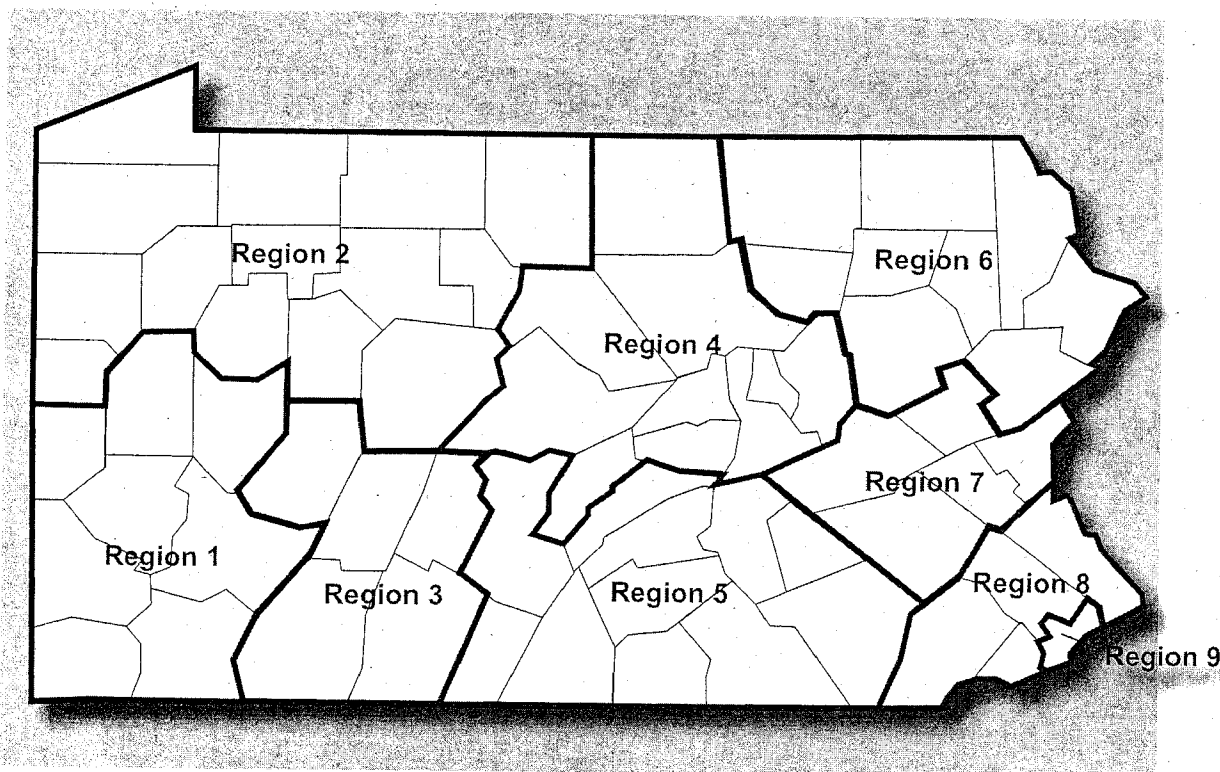
INDIVIDUAL HOSPITAL DATA

The tables on the following pages provide hospital-specific financial data for the 185 general acute care hospitals covered in this report. The hospitals have been arranged by PHC4's nine regions.

Included in these tables are the FY02 operating and total margins for each individual hospital. The corresponding operating income and total income expressed in dollars, as well as each hospital's total operating revenue, can be found on PHC4's Web site at www.phc4.org. (Note: Comparing net patient revenue to total operating expenses will not provide operating income or operating margin. Operating revenue from the PHC4 Web site must be used

to compute operating income.)

Averages for all of the hospitals in the region are presented in the first row of each table. The regional averages that are expressed as a percentage (e.g., "3-Year Average Change in NPR" and "Operating Margin") are calculated as if the entire region were a single reporting entity. For example, the regional average operating margins are calculated by adding the operating income and the operating revenue for all hospitals in the region. The regional total operating income is divided by the regional total operating revenue to yield a regional average operating margin.



INDIVIDUAL HOSPITAL DATA

Hospital	Net Patient Revenue NPR (million)				3-yr Avg Change in NPR FY99-FY02	Total Operating Expenses TOE (million)				3-yr Avg Change in TOE FY99-FY02
	FY02	FY01	FY00	FY99		FY02	FY01	FY00	FY99	
Region I Average	\$126	\$113	\$104	\$105	2.56%	\$129	\$119	\$112	\$111	1.64%
Aliquippa Community ⁵	\$26	\$21	\$30	\$36	-9.05%	\$30	\$32	\$53	\$42	-9.64%
Allegheny General ⁵	\$409	\$393	\$400	\$440	-2.39%	\$451	\$429	\$444	\$481	-2.08%
Alle-Kiski ⁵	\$90	\$89	\$69	\$66	12.05%	\$92	\$89	\$72	\$80	4.88%
Armstrong County Memorial ⁵	\$58	\$55	\$54	\$51	4.68%	\$60	\$57	\$53	\$51	5.47%
Brownsville General ⁵	\$20	\$19	\$18	\$20	-0.90%	\$21	\$21	\$20	\$21	0.89%
Butler Memorial ⁵	\$104	\$93	\$83	\$76	12.27%	\$101	\$90	\$81	\$75	11.62%
Canonsburg General ⁵	\$37	\$34	\$32	\$30	8.04%	\$36	\$33	\$34	\$34	2.33%
Children's Hosp Pgh	\$198	\$188	\$175	\$169	5.57%	\$245	\$220	\$208	\$197	8.05%
Forbes Regional ^{5,6}	\$103	\$96	\$92	\$94	3.19%	\$110	\$102	\$108	\$116	-1.73%
Frick ⁵	\$43	\$41	\$40	\$40	1.96%	\$45	\$44	\$42	\$42	2.02%
Greene County Memorial ⁵	\$23	\$23	\$22	\$23	0.79%	\$25	\$24	\$26	\$26	-0.97%
Highlands ⁵	\$21	\$20	\$17	\$19	4.22%	\$21	\$20	\$19	\$20	2.83%
Jeannette Memorial ⁵	\$43	\$39	\$35	\$36	6.65%	\$50	\$45	\$39	\$37	12.33%
Jefferson Regional ^{5,6}	\$123	\$106	\$120	\$124	-0.28%	\$138	\$126	\$136	\$136	0.54%
Latrobe Area ⁵	\$110	\$101	\$97	\$104	1.90%	\$114	\$100	\$104	\$105	2.87%
Magee-Womens	\$153	\$133	\$128	\$121	8.72%	\$160	\$141	\$133	\$145	3.50%
Medical Center Beaver ⁵	\$151	\$142	\$136	\$143	1.90%	\$158	\$150	\$149	\$146	2.67%
Mercy Pittsburgh ^{1,5}	\$228	\$211	\$200	\$215	2.03%	\$227	\$218	\$214	\$228	-0.09%
Mercy Providence ^{1,5}	\$26	\$23	\$23	\$25	1.80%	\$28	\$25	\$26	\$28	0.40%
Monongahela Valley ⁵	\$86	\$78	\$75	\$77	4.23%	\$87	\$80	\$76	\$77	4.32%
Monsour ^{5,14}	\$14	NR	NR	\$20	-10.43%	\$19	NR	NR	\$24	-7.28%
Ohio Valley General ⁵	\$47	\$43	\$39	\$39	6.59%	\$49	\$45	\$45	\$43	4.97%
Sewickley Valley ⁵	\$86	\$80	\$78	\$81	1.98%	\$97	\$88	\$87	\$88	3.28%
St Clair Memorial ⁵	\$121	\$107	\$98	\$95	9.00%	\$129	\$111	\$104	\$100	9.38%
Suburban General/Pgh ⁵	\$32	\$28	\$28	\$27	6.08%	\$34	\$31	\$31	\$30	4.24%
Uniontown ^{5,14}	\$78	\$75	\$71	\$72	2.79%	\$77	\$74	\$69	\$71	2.86%
UPMC Braddock ⁵	\$40	\$38	\$40	\$41	-0.50%	\$41	\$38	\$40	\$42	-0.49%
UPMC McKeesport ⁵	\$78	\$78	\$75	\$72	2.63%	\$81	\$78	\$73	\$72	4.09%
UPMC Passavant ⁵	\$110	\$104	\$98	\$90	7.52%	\$115	\$104	\$95	\$87	10.48%
UPMC Presbyterian ⁵	\$920	\$795	\$707	\$709	9.91%	\$835	\$759	\$710	\$691	6.93%
UPMC Shadyside	\$267	\$258	\$238	\$234	4.71%	\$281	\$258	\$247	\$227	7.91%
UPMC South Side ⁵	\$45	\$39	\$38	\$37	6.93%	\$48	\$43	\$38	\$37	9.36%
UPMC St Margaret ⁵	\$112	\$96	\$84	\$83	11.98%	\$110	\$97	\$87	\$86	9.18%
Washington ⁵	\$154	\$146	\$135	\$131	5.96%	\$164	\$149	\$142	\$135	7.06%
Western Pennsylvania ⁵	\$246	\$222	\$214	\$210	5.63%	\$257	\$233	\$221	\$218	5.97%
Westmoreland Regional ⁵	\$123	\$114	\$109	\$106	5.24%	\$126	\$114	\$107	\$107	5.89%

See footnotes on pages 42 and 43.

INDIVIDUAL HOSPITAL DATA

Hospital	Operating Margin FY02 *	Total Margin FY02 *	3-yr Average Total Margin FY00-FY02	Uncompensated Care to NPR FY02	Medicare Share of NPR FY02	Medical Assistance Share of NPR FY02
Region 1 Average	3.98%	4.27%	3.60%	3.75%	47.35%	7.92%
Aliquippa Community ⁵	-13.56%	-13.49%	-40.41%	6.06%	52.95%	28.20%
Allegheny General ⁵	-0.49%	-0.49%	-1.63%	3.65%	44.05%	7.73%
Alle-Kiski ⁵	-0.75%	-0.75%	0.18%	3.94%	59.08%	4.10%
Armstrong County Memorial ⁵	-1.70%	-0.91%	1.15%	4.88%	49.81%	5.80%
Brownsville General ⁵	-7.09%	-6.04%	-6.18%	1.94%	66.40%	5.93%
Butler Memorial ⁵	4.41%	6.99%	8.06%	3.99%	51.62%	7.57%
Canonsburg General ⁵	5.48%	5.48%	3.66%	4.24%	56.01%	1.76%
Children's Hosp Pgh	1.80%	-3.39%	3.47%	2.73%	5.28%	27.53%
Forbes Regional ^{5,6}	-2.91%	-3.71%	-5.48%	4.08%	53.23%	4.27%
Frick ⁵	-3.07%	-2.90%	-3.58%	2.82%	59.39%	8.06%
Greene County Memorial ⁵	-6.14%	-3.28%	0.76%	4.97%	57.94%	6.29%
Highlands ⁵	0.56%	3.10%	-1.39%	3.95%	52.01%	15.58%
Jeannette Memorial ⁵	-16.92%	-13.85%	-9.07%	2.97%	55.21%	4.62%
Jefferson Regional ^{5,6}	-7.61%	-7.47%	-9.10%	3.39%	59.40%	3.09%
Latrobe Area ⁵	-0.27%	3.70%	3.61%	4.40%	48.59%	4.63%
Magee-Womens	0.98%	1.17%	4.76%	1.90%	6.36%	19.43%
Medical Center Beaver ⁵	-2.17%	-1.60%	-0.74%	3.18%	51.93%	5.21%
Mercy Pittsburgh ^{1,5}	5.74%	5.74%	3.49%	6.31%	58.66%	7.98%
Mercy Providence ^{1,5}	-5.92%	-5.92%	-7.52%	10.96%	53.18%	15.36%
Monongahela Valley ⁵	0.45%	1.55%	3.07%	3.85%	66.14%	6.56%
Monsour ^{5,14}	-29.83%	-29.83%	NR	7.35%	NR	NR
Ohio Valley General ⁵	2.86%	2.28%	8.13%	5.93%	54.64%	3.14%
Sewickley Valley ⁵	0.73%	1.24%	3.68%	4.16%	47.88%	3.28%
St Clair Memorial ⁵	1.61%	2.59%	4.08%	3.28%	50.27%	0.95%
Suburban General/Pgh ⁵	-4.09%	-4.09%	-2.25%	4.54%	70.99%	1.95%
Uniontown ^{5,14}	2.86%	3.73%	5.65%	5.73%	57.20%	11.33%
UPMC Braddock ⁵	1.38%	1.38%	1.07%	4.26%	64.00%	16.19%
UPMC McKeesport ⁵	0.51%	1.24%	3.84%	2.96%	72.26%	8.62%
UPMC Passavant ⁵	-1.36%	-0.83%	3.10%	2.03%	59.16%	0.91%
UPMC Presbyterian ⁵	18.00%	18.16%	14.56%	2.84%	41.49%	8.27%
UPMC Shadyside	1.20%	3.17%	7.16%	4.61%	56.91%	4.18%
UPMC South Side ⁵	0.34%	0.86%	3.07%	6.93%	57.82%	7.71%
UPMC St Margaret ⁵	7.45%	7.89%	7.46%	1.96%	52.11%	2.02%
Washington ⁵	-0.43%	1.31%	2.57%	2.65%	49.73%	7.99%
Western Pennsylvania ⁵	2.95%	2.95%	2.57%	5.09%	45.66%	7.79%
Westmoreland Regional ⁵	0.00%	0.11%	4.17%	4.56%	53.20%	3.78%

See footnotes on pages 42 and 43. * Check Web site for dollar figures.

INDIVIDUAL HOSPITAL DATA

Hospital	Net Patient Revenue NPR (million)				3-yr Avg Change in NPR FY99-FY02	Total Operating Expenses TOE (million)				3-yr Avg Change in TOE FY99-FY02
	FY02	FY01	FY00	FY99		FY02	FY01	FY00	FY99	
Region 2 Average	\$53	\$49	\$46	\$43	4.44%	\$55	\$50	\$48	\$45	4.40%
Bradford Regional ⁵	\$47	\$42	\$41	\$42	4.15%	\$50	\$44	\$42	\$45	4.18%
Brookville ⁵	\$23	\$22	\$21	\$21	3.41%	\$23	\$23	\$22	\$21	2.82%
Charles Cole Memorial ⁵	\$43	\$40	\$37	\$36	6.70%	\$49	\$43	\$39	\$37	10.74%
Clarion ⁵	\$36	\$32	\$29	\$29	8.00%	\$36	\$33	\$31	\$30	6.50%
Clearfield ⁵	\$48	\$44	\$42	\$41	5.08%	\$47	\$44	\$44	\$45	1.09%
Corry Memorial ⁵	\$18	\$15	\$15	\$14	10.36%	\$17	\$15	\$16	\$15	5.68%
DuBois Regional ⁵	\$99	\$91	\$84	\$78	9.32%	\$100	\$91	\$82	\$75	10.63%
Elk Regional ⁵	\$45	\$44	\$41	\$34	10.89%	\$45	\$44	\$41	\$34	11.31%
Ellwood City ⁵	\$27	\$25	\$23	\$23	5.16%	\$29	\$27	\$26	\$25	5.22%
Hamot ⁵	\$170	\$157	\$151	\$142	6.46%	\$172	\$156	\$155	\$144	6.36%
Jameson Memorial ⁵	\$65	\$64	\$60	\$57	4.87%	\$69	\$67	\$63	\$62	3.72%
Kane Community	\$13	\$11	\$10	\$9	12.63%	\$13	\$11	\$10	\$9	12.78%
Meadville ⁵	\$71	\$67	\$65	\$64	3.73%	\$76	\$68	\$67	\$68	3.91%
Metro Health Center ⁵	\$14	\$15	\$15	\$18	-7.58%	\$18	\$17	\$18	\$20	-2.90%
Millcreek Community ^{5,14}	\$26	\$23	\$24	\$21	8.47%	\$27	\$24	\$22	\$20	12.76%
Punxsutawney Area	\$23	\$21	\$20	\$19	7.61%	\$24	\$22	\$21	\$20	7.40%
Saint Vincent Health ^{5,6,8}	\$162	\$152	\$143	\$148	3.13%	\$167	\$153	\$155	\$148	4.18%
Sharon Regional ⁵	\$105	\$97	\$85	\$79	11.21%	\$115	\$107	\$88	\$81	14.33%
Titusville Area ⁵	\$26	\$26	\$22	\$22	5.92%	\$27	\$25	\$22	\$21	8.50%
Union City Memorial ^{1,2,8,11,14}	\$1	\$5	\$5	\$5	NA	\$2	\$6	\$5	\$5	NA
United Community ⁵	\$29	\$28	\$27	\$26	3.78%	\$29	\$27	\$26	\$25	5.57%
UPMC Horizon ⁵	\$87	\$78	\$76	\$69	8.97%	\$84	\$77	\$74	\$72	5.47%
UPMC Northwest ⁵	\$65	\$63	\$60	\$60	2.81%	\$64	\$62	\$61	\$62	0.82%
Warren General ⁵	\$37	\$36	\$33	\$34	3.13%	\$37	\$40	\$36	\$35	1.75%

See footnotes on pages 42 and 43.

INDIVIDUAL HOSPITAL DATA

Hospital	Operating Margin FY02 *	Total Margin FY02 *	3-yr Average Total Margin FY00-FY02	Uncompensated Care to NPR FY02	Medicare Share of NPR FY02	Medical Assistance Share of NPR FY02
Region 2 Average	0.23%	0.50%	1.13%	4.10%	47.43%	8.18%
Bradford Regional ⁵	-3.06%	-2.15%	0.60%	1.90%	43.07%	16.38%
Brookville ⁵	0.05%	1.03%	-1.85%	4.01%	56.36%	4.52%
Charles Cole Memorial ⁵	-10.34%	-10.34%	-3.28%	2.81%	28.14%	19.89%
Clarion ⁵	3.63%	3.11%	1.41%	3.38%	46.28%	7.03%
Clearfield ⁵	4.12%	4.12%	2.18%	3.52%	57.38%	4.62%
Corry Memorial ⁵	5.58%	6.65%	2.92%	5.61%	44.94%	6.21%
DuBois Regional ⁵	1.56%	2.81%	4.21%	2.49%	44.62%	9.86%
Elk Regional ⁵	1.69%	2.44%	2.40%	7.18%	46.07%	11.49%
Ellwood City ⁵	-3.61%	-5.06%	0.69%	4.21%	54.76%	3.08%
Hamot ⁵	2.14%	2.45%	2.36%	3.12%	46.19%	6.36%
Jameson Memorial ⁵	4.34%	4.21%	2.48%	2.87%	59.10%	3.25%
Kane Community	2.02%	2.71%	3.18%	3.45%	54.10%	3.86%
Meadville ⁵	-3.93%	-3.06%	0.35%	3.57%	44.41%	12.42%
Metro Health Center ⁵	-26.46%	-25.17%	-12.97%	14.22%	50.76%	11.03%
Millcreek Community ^{5,14}	1.23%	4.18%	10.54%	8.90%	37.60%	17.16%
Punxsutawney Area	-2.18%	-1.09%	0.50%	6.28%	45.44%	9.21%
Saint Vincent Health ^{5,6,8}	-0.99%	-2.95%	-2.75%	5.22%	47.28%	7.00%
Sharon Regional ⁵	-1.09%	-2.07%	-0.39%	2.45%	47.04%	9.19%
Titusville Area ⁵	-2.68%	-1.44%	1.66%	5.45%	55.57%	11.54%
Union City Memorial ^{1,2,8,11,14}	-110.71%	-104.39%	-21.84%	19.98%	67.80%	2.95%
United Community ⁵	1.29%	6.50%	8.65%	3.47%	44.48%	2.33%
UPMC Horizon ⁵	5.51%	6.02%	5.09%	5.18%	49.61%	6.24%
UPMC Northwest ⁵	3.95%	5.18%	4.12%	4.18%	51.35%	5.97%
Warren General ⁵	0.02%	0.98%	-0.20%	5.45%	44.82%	3.62%

See footnotes on pages 42 and 43. * Check Web site for dollar figures.